

MANWELL & WES

ATTORNEYS AT LAW

CITICORP CENTER

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February 12, 1987

RECORDATION NO. 15041-B Filed & Recorded

FEB 13 1987 2:30 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary of the Interstate
Commerce Commission
Washington, D.C. 20423

No. 7-044A022
FEB 13 1987
Date
Fee \$ 10.00

ICC Washington, D. C.

ICC OFFICE OF
THE SECRETARY
FEB 13 2 23 PM '87
MOTOR OPERATING UNIT

Dear Ms. McGee:

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code, five fully executed copies of the following document relating to certain railroad rolling stock as described herein, which should be included as part of the filing recorded on September 2, 1986 at 3:10 p.m., Recordation No. 15041 as the next available recordation number, being 15041-B:

I. Document: Second Amendment to Lease of Railroad Equipment, dated as of October 1, 1986.

- A. Parties: Lessor: HM Joint Venture
Lessee: CSX Transportation, Inc.
- B. Addresses: Lessor: c/o Helm Equipment Leasing Corporation
One Embarcadero Center
Suite 3320
San Francisco, CA 94111
Attn: Executive Vice President
Lessee: 100 North Charles Street
Baltimore, MD 21201
Attn: Vice President-Equipment Group
- C. Equipment: 2500 bottom dump coal hopper cars bearing road numbers HELX 36000-37199, 18900-18999, 580000-581999, 586802-586929, 587000-587499, 10000-10299.

MANWELL & WES

Noreta R. McGee
February 12, 1987
Page Two

A short summary of the document to appear in the index is as follows:

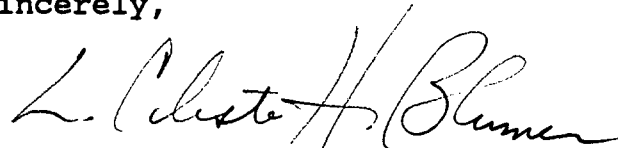
Second Amendment to Lease of Railroad Equipment covering 2500 bottom dump coal hopper cars, HELX Road Numbers 36000-37199, 18900-18999, 580000-581999, 586802-586929, 587000-587499, 10000-10299.

I respectfully request that the original of this document be recorded under the provisions of 49 U.S.C. Section 11303. I would also appreciate your stamping the additional copies of the document which are not required for your filing purposes and returning them to me together with the fee receipt, the letter from the ICC acknowledging the filing and the extra copy of this letter of transmittal.

Enclosed is a check of this firm in the amount of \$10.00 to cover the filing fee.

The undersigned certifies that she is acting as counsel to HM Joint Venture and that she has knowledge of the matters set forth in the above-described documents.

Sincerely,

A handwritten signature in cursive script, reading "L. Celeste H. Blumer".

L. Celeste H. Blumer

LCHB:msp
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

2/17/87

OFFICE OF THE SECRETARY

L CELESTA H. BLUMER
MANWELL & WES
CITICORP CENTER
ONE SANSOME STREET
SAN FRANCISCO, CALIF. 94104

Dear MS BLUMER

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/17/87 at 2:30pm, and assigned re-recording number(s). 15041-B

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 15041 ^B Filed & Recorded

FEB 13 1987 2:30 PM

INTERSTATE COMMERCE COMMISSION
SECOND AMENDMENT TO LEASE OF RAILROAD EQUIPMENT

This Second Amendment to Lease of Railroad Equipment is dated as of October 1, 1986 and is entered into between HM Joint Venture, a California joint venture formed by Helm Equipment Leasing Corporation, a California corporation ("Helm") and Mansbach Realty Company, a Kentucky corporation ("Mansbach") ("Lessor") and CSX Transportation, Inc., a Virginia corporation ("Lessee").

RECITALS

1. Lessor and Lessee entered into a Lease of Railroad Equipment dated as of August 1, 1986 (the "Lease"). Unless otherwise defined herein, terms used herein which are defined in the Lease have the same meanings herein.

2. Lessor and Lessee desire to amend the Lease to provide for leasing additional cars.

NOW THEREFORE, for good and valuable consideration, the parties hereby agree as follows:

1. Amendment of Lease. Paragraph 2. Delivery and Acceptance of Cars is amended by substituting the number "2500" for the number "1900" in the second line of said paragraph.

2. Amendment of Schedule. Schedule A is amended as indicated in the attached "Schedule A to Second Amendment."

3. Lease Ratified and Affirmed. All other provisions of the Lease are ratified and reaffirmed.

IN WITNESS WHEREOF, This Second Amendment to Lease of Railroad Equipment has been executed by the authorized officials of the parties as of the date first above-written.

HM JOINT VENTURE
By: MANSBACH REALTY COMPANY,
Joint Venture

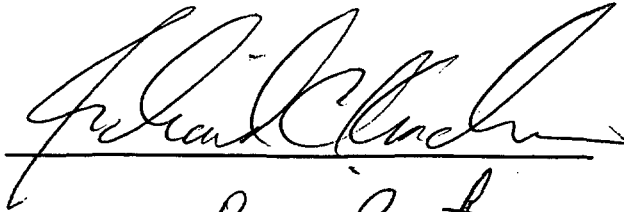
Attest:

Edward B. Renneker
Title: Asst. Secy.

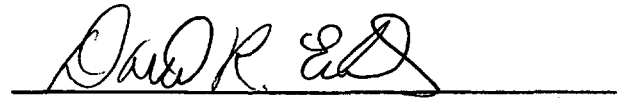
Malcolm Mansbach
Title: President

By: HELM EQUIPMENT LEASING
CORPORATION,
Joint Venturer

Attest:



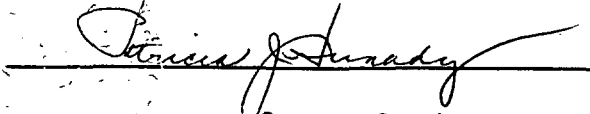
Title: President



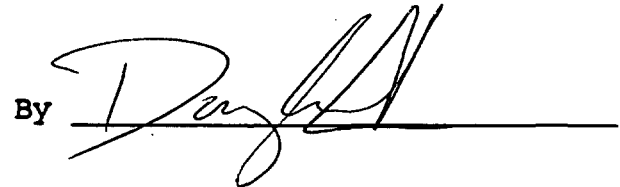
Title: Executive Vice President

CSX TRANSPORTATION, INC.

Attest:



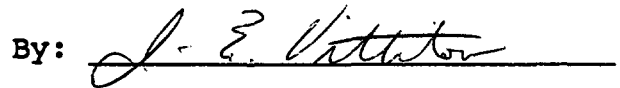
Title: Corporate Secretary

By: 

Title: Vice President -
Equipment Group

Consent:

FIRST NATIONAL BANK OF
LOUISVILLE

By: 

Title: SA Vice President

SCHEDULE A TO SECOND AMENDMENT

<u>Existing Car Numbers</u>	<u>Maximum Number of Cars</u>	<u>New Car Numbers</u>
UP 36000-37199	940	HELX 36000-37199
UP 18900-18999	90	HELX 18900-18999
MP 580000-581999	1,300	HELX 580000-581999
MP 586802-586929	100	HELX 586802-586929
MP 587000-587499	350	HELX 587000-587499
GSCX 10000-10299	220	HELX 10000-10299

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

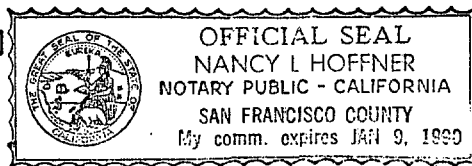
On this 30TH day of JANUARY, 1987, before me personally appeared David R. Eckles, to me personally known, who, being by me duly sworn, says that he is Vice President of Helm Equipment Leasing Corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:

January 9, 1990

Nancy L Hoffner
NOTARY PUBLIC

[Notarial Seal]



STATE OF MARYLAND)
) ss.
CITY OF BALTIMORE)

On this 20th day of JANUARY, 1987, before me personally appeared DOUGLAS LIST, to me personally known, who being by me duly sworn says that he is a Vice President - Equipment Group, that said instrument was signed and sealed on behalf of CSX Transportation, Inc. by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:

7-1-90

Nelson A. Klein
NOTARY PUBLIC

[Notarial Seal]

STATE OF KENTUCKY

COUNTY OF

Boyd

) ss.

On this 28th day of January, 1987, before me personally appeared Gerald Mansbach, to me personally known, who, being by me duly sworn, says that he is President of Mansbach Realty Company, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:

Dec. 6, 1989

[Notarial Seal]

Edward B. Renneker
NOTARY PUBLIC